BOARD OF GOVERNORS OF CONCORDIA UNIVERSITY

MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS HELD ON WEDNESDAY, 13 FEBRUARY 1991, IMMEDIATELY FOLLOWING THE CLOSED SESSION, IN ROOM GM-407-1, SGW CAMPUS

Attendance:

Present: Me A Gervais, Chairman, Chief Justice A. B. Gold, Chancellor, Mr. B. Aune, Ms. L Brodrick, Ms. K. Cox, Mr. D. D'Alessandro, Ms. M. Donaldson, Mr. J. N. Economides, Dr. T. Fancott, Mr. J. R. Firth, Dr. D. B. Frost, Dr. H. Habib, Mr. P. Howlett, Dr. P. Kenniff, Rector, Dr. V. H. Kirpalani, Mr. F. Knowles, Sister E. McIlwaine, Mr. D. W. McNaughton, Me J. J. Pepper, Mr. R. Renaud, Ms. C. Shamy, Mr. S. Tamas, Ms. M. Vennat, Ms. S. Woods

Officers of the University: Dr. M. Cohen, Dr. C. Giguère, Dr. R. Sheinin, Me B. Gaudet

Absent: Mr. A Benedetti, Mr. M. J. Bourgault, Mr. L. Ellen, Prof. S. Friedland, Mr. R. K. Groome, Mr. T. Hecht, Mr. P. Ivanier, Mr. R. Lawless, Mr. A. H. Michell, Dr. R. H. Pallen, Mr. J. H. Smith, Mr. S. Spedding, Mr. W. W. Stinson, Mr. C. I. Taylor

DOCUMENTS CONSIDERED AND ATTACHED TO THESE MINUTES:

BG-91-2-D6	-	Letter from the Vice-Rector, Academic, Dr. Rose Sheinin, recommending that the Evaluation Committee for the Dean of Graduate Studies be transformed into an Advisory Search Committee
BG-91-2-D7	-	Letter from Dean M. Szabo, of Graduate Studies, concerning withdrawal of candidacy
BG-91-2-D8	-	Proposed resolution concerning appointment of Concordia University representatives to act as liaison with the Corporation des Cé1ébrations du 350ième Anniversaire de Montréal
BG-91-2-D9	-	Excerpt from Project Proposal form from the Corporation, which requires attachment of a resolution of the Board appointing Concordia's representative(s)
BG-91-2-D10	-	Summary of twelve projects to be proposed to the Corporation by Concordia
BG-91-2-D11	-	Letter and resolution from Guy & Gilbert Avocats concerning $10M Bond Issue

1.1 Call to Order

The meeting of the Open Session was called to order at 8:10 a.m. The Chairman waived his remarks.

1.2 Approval of the Agenda

The Agenda was approved as submitted.

1.3 Approval of the Minutes

It was moved and seconded (Brodrick, Howlett) and unanimously RESOLVED:

R91-10 *THAT the Minutes of the Open Session of the previous meeting, held on 16 January 1991, be approved.*

2. Business arising from the Minutes

There was no business arising from the Minutes.

3. Approval of a proposed resolution to transform the Evaluation Committee for the Dean of Graduate Studies into an Advisory Search Committee

Dr. Kenniff explained that, as the incumbent, Dean M. Szabo, had withdrawn his candidacy for the upcoming term, he supported the recommendation of the Vice-Rector Academic to transform the Evaluation Committee into an Advisory Search Committee. Referring to the rules established by the Board in May 1984, Dr. Kenniff indicated that existing procedures allow such a change.

To a question from the floor, the Rector answered that Dean Szabo would complete his term, ending June 1991. Asked whether reasons had been given, Dr. Kenniff indicated that a candidate's decision to withdraw is conclusive; there is no alternative for the University but to accept it.

Mr. Firth asked whether the composition of an Advisory Search Committee is the same as that of an Evaluation Committee. Dr. Kenniff answered that the composition is basically the same; as there has been no recent precedent for such a change, the Board may choose to retain the membership as it is or to strike an entirely new Committee.

Dr. Sheinin, the Vice-Rector Academic, assured the Board that the restructuring of Graduate Studies and plans for future development were crucial and will not be impaired by a change in management. She advised the Board that Dean Szabo's departure should not be seen to detract from the healthy progress of Graduate Studies; on the contrary,

Dean Szabo's letter expresses his full support for these goals. Dr. Sheinin commended the members of the Evaluation Committee and applauded the excellence of the democratic process at work in the University. Retaining the original membership on the Advisory Search Committee would yield the benefits of the members' experience and demonstrated commitment, she said.

The Rector responded to concerns that the University had, over a short time, seen considerable changes in the decanal team. He said that, since Concordia has only five Deans, every change is visible. We have been fortunate that changes have been relatively infrequent in the past, but speculation about the future is difficult.

Ms. Donaldson asked if a full search would ensue, to which the Rector replied that unless a specific request was made to restrict the search to internal candidates, the search would be comprehensive.

It was moved and seconded (Kenniff, Tamas) and unanimously RESOLVED:

R91-11 *WHEREAS an Evaluation Committee for the Dean of Graduate Studies was established by the Board of Governors on 20 June 1990, and its members elected by the Board on 4 October 1990; and*

WHEREAS, after the deliberations of the Committee had commenced, the incumbent withdrew his candidacy,

BE IT RESOLVED THAT, on the recommendation of the Vice-Rector, Academic, the Evaluation Committee for the Dean of Graduate Studies be changed into an Advisory Search Committee, retaining the same membership, the whole in accordance with the Rules and Procedures for Evaluation Committees and Advisory Search Committees approved by the Board of Governors in May 1984.

4. Approval of a proposed resolution with respect to Concordia projects in the context of the Montreal 1992 celebrations

Me Gervais asked the Rector, who is Chairman of Montréal 1992 Corporation, to introduce the motion. Dr. Kenniff explained that the Montréal 1992 Corporation routinely requires a resolution from the directors of an organization, appointing its representatives, to accompany applications for projects to be included in the celebrations. The present resolution, recommended by an ad hoc committee chaired by Dr. Cohen, would appoint Ms. Sarah Wheeler and Dr. Jack Lightstone to serve as Concordia's liaison with the Corporation.

A summary of twelve projects to be proposed to the Corporation by Concordia had been distributed with the supporting documents; a discussion of these projects ensued. Ms.

Woods asked for explanations concerning a joint project with UQAM which proposes the organization of a conference to explore gay and lesbian history in Montreal, and some members objected to the inclusion of this project. There was debate about whether the history of the gay and lesbian community was too marginal to be included in celebratory events which will represent Concordia to the general community, or to take the place of relatively more important concerns, for example, the Canadian constitutional dilemma. Dr. Sheinin and Dr. Cohen informed the Board that a very broad spectrum of activities were planned, and that the specialized nature of certain projects, "Laser-Controlled Airship" and "Lesbians and Gays in Montreal", for example, should not be seen to restrict the scope of Concordia's participation.

Asked whether adoption of the resolution would be tied to financial support for the projects, Dr. Cohen responded that "seed money" had already been provided for development of the project proposals; no further funding from the University was envisioned. Funding would be sought from the Montreal 1992 Corporation and from private sector sources.

It was emphasized that the role of the Board at this point in time was merely to appoint representatives, not to approve the projects which will be put forward. Dr. Cohen reminded the Board that a university is uniquely invested with the means and the obligation to promote tolerance and appreciation of diversity. To censor the activities of any group of people on the grounds of its size or character would run counter to Concordia's mandate. All proposals were carefully reviewed by the Committee. Selected projects were those which were soundly conceived, well presented and expected to make a solid contribution to the celebrations. The Chancellor, Chief Justice Gold, urged the Governors to adopt the motion. As Chairman of the Corporation, Dr. Kenniff was restrained by conflict-of-interest from addressing the question in depth, but also supported the recommendation of the Committee chaired by Dr. Cohen. He reminded the Board that the deadline for receipt of submissions was 1 March 1991, and unnecessary delay would be most unfortunate.

It was suggested that the concerns expressed might be satisfied by a minor change in the resolution, to eliminate identification of specific projects from the Board resolution. Both the mover and seconder agreed to a modification of the resolution as follows: replacement of the words, "the above-mentioned proposals", with "Concordia University projects to be submitted".

The motion, as amended, was carried by a vote of twelve in favour and seven opposed (with three abstentions):

R91-12 *WHEREAS Concordia University, in order to be actively involved in the 350th anniversary of Montréal to take place in 1992, established an internal committee to*

promote and coordinate the participation of the University community and to act as a link with Corporation des Célébrations du 350e Anniversaire de Montréal;

WHEREAS the Concordia 1992 Committee has selected twelve proposals for events which promote Concordia University's excellence in a wide range of fields as well as its significant involvement in social and urban activities; AND

WHEREAS the Corporation des Célébrations du 350e Anniversaire de Montréal has requested a formal resolution from the Board of Governors identifying the institution's representative or representatives who will be acting as liaison with the Corporation,

BE IT RESOLVED THAT Ms. Sarah Wheeler and Dr. Jack Lightstone be appointed as Concordia University's representatives for the submission, approval and realization of Concordia University projects to be submitted in the context of the upcoming events for the Célébrations Montréal 1642-1992.

5. Consent Agenda

Approval of a 1OM$ bond issue dated 8 March 1991

A typographical error in the resolution was corrected on page 1 of the English version, article 2(a), to read 'S March 1991". The following resolution, as corrected, was adopted unanimously and without debate:

R91-13 *WHEREAS in virtue of the Principal Trust Agreement (the "Principal Trust Agreement"), bearing formal date of March 23, 1988, granted by CONCORDIA UNIVERSITY (the "Corporation') in favour of SOCIÉTÉ NATIONALE DE FIDUCIE, as Trustee (the "Trustee"), provisions were made for the issue of Bonds of the Corporation, without limit as to the aggregate principal amount at any one time outstanding;*

WHEREAS the Corporation proposes to issue, under the terms of the Principal Trust Agreement, ten million dollars ($10,000,000), principal amount, of Additional Bonds to be designated as Series 5 Bonds (the "Bonds");

On motion duly made and seconded, it is RESOLVED:

1. THAT the Corporation be authorized to borrow an amount of ten million dollars ($10,000,000) by way of an issue of Bonds designated as Series 5 Bonds (the "Bonds");

2. THAT the Bonds:

a) *be dated as of March 8, 1991;*

b) *mature on March 8, 1996 for a first portion of Bonds, in the amount of $5,053, 000. and on March 8, 2001 for a second portion of Bonds in the amount of $4,947,000.;*

c) *be issued in the form of bearer Coupon Bonds, which may be registered as to principal and in the form of Fully Registered Bonds;*

d) *be drafted in such form, bear such serial numbers and contain such terms and conditions not substantially in contradiction with the provisions hereof, as may be determined by the officers of the Corporation who will execute same;*

e) *bear interest at the rate of 10.50% per annum for the Bonds maturing on March 8, 1996 and at the rate of 11% per annum for the Bonds maturing on March 8, 2001; Bonds in bearer form shall bear interest at their respective rate from March 8, 1991 to maturity, payable semi-annually on March 8 and September 8 of each year on presentation and surrender of the interest coupons and, with respect to Fully Registered Bonds, from the date of registration thereof if it be March 8 or September 8 or, in all other cases, from March 8 or September 8 next preceding the date of registration thereof, provided it be no earlier than March 8, 1991, the interest thereon being payable semi-annually on March 8 and September 8 of each year until full payment of principal, any interest payment in arrears bearing interest at the same rate as the one applicable to such Bond;*

f) *be issued in denominations of $1,000, $5,000, $25,000 and $100,000 with respect to Bonds in bearer form, and in denominations of multiples of $1, 000 but which must not be less than $5,000 with respect to Fully Registered Bonds,*

g) *be exchangeable, without cost to their holders, for an equal aggregate principal amount of Coupon Bonds or Fully Registered Bonds of any authorized denominations and having, in each case, the same terms and conditions;*

h) *be payable in legal money of Canada at any branch in Canada of the Bank of Montreal, at the option of the holder thereof, as to the*

principal of the Bonds and as to the interest payable on the coupons, and, as to the interest payable on Fully Registered Bonds, by cheque or draft payable at par and drawn on a Bank governed by the Bank Act (Canada) or a savings and credit union authorized to carry on business in Quebec;

i) be not redeemable prior to their maturity at the sole option of the Corporation, but be purchasable by it by tender or private agreement, at any price not exceeding their principal amount or the redemption price thereof, if any, accrued interests and the costs of purchase;

j) be signed, for and in the name of the Corporation, by any of its officers, so long as they are two acting jointly, and the coupons annexed thereto be signed by one or the other of such officers; these signatures may be printed, engraved or otherwise reproduced, such reproduced signatures being considered as manual signatures and having the same force and effect;

3. To deliver the Bonds to the persons, at the dates and upon such conditions as may be determined by the officers of the Corporation who will sign the Supplementary Trust Agreement hereinafter mentioned;

4. To approve the appointment of Société Nationale de Fiducie, a trust company having its head office in Montréal, as trustee, made by the ministre des Finances acting as agent for the Corporation;

5. To approve the appointment of Mr. Gilles Bertrand of the law firm of Guy & Gilbert, of Montréal to act as counsel to prepare and revise the relevant documentation and to deliver an opinion as to the validity of the borrowing and the issue of the Bonds, made by the ministre des Finances acting as agent for the Corporation;

6. To approve the appointment of Yvon Boulanger Limitée, of Montréal, to print the form of the Bonds, made by the ministre des Finances acting for the Corporation;

7. To approve the draft of the form of the bonds, in the form of Coupon Bonds and in the form of Fully Registered Bonds, as submitted to this Meeting;

8. To ask the ministre de l'Enseignement supérieur et de la Science to grant to the Corporation, for and in the name of the Gouvernement du Québec, a

subsidy payable out of the funds voted annually for that purpose by the Parlement, to secure the payment of the Bonds in principal and interest;

9. *To secure the Bonds by the assignment to the Trustee representing the holders of the Bonds of the subsidy of the Gouvernement du Québec, it being understood that neither the Corporation nor the Trustee may require that the moneys to be deposited to the University Institutions Sinking Fund be remitted to them by tile ministre des Finances before March 8, 1996 for $1, 010, 000 and March 8, 2001 for $1,980, 000;*

10. *To authorize any of the officers of the Corporation, so long as they are two acting jointly, to execute for and in the name of the Corporation, the Supplementary Trust Agreement to be entered into, to consent to all provisions and undertakings as they may deem not substantially in contradiction with the terms and conditions hereof, to consent that the proceeds from the sale of the Bonds be remitted to the Trustee and used by the latter only upon the authorization of the ministre de l'Enseignement supérieur et de la Science or of its duly authorized representative and to do such things and sign such other documents as they may deem, in their sole discretion, necessary or useful for the purpose of giving effect to this resolution;*

11. *To authorize the same person to deliver the Bonds to the Trustee for certification and to sign all necessary documents for such purpose and for the definitive delivery of the Bonds to the purchasers;*

12. *To assume from the proceeds of the borrowing, all the expenses and fees incurred in connection with the foregoing, as well before as after this resolution, including the fees and expenses of legal counsel, the initial fees of the Trustee and the costs of printing the Bonds, in conformity with the current tariffs negotiated by the ministre des Finances;*

13. *To pay, from the current income of the Corporation, the annual fees of the Trustee in conformity with the tariffs then in force negotiated by the ministre des Finances;*

14. *To authorize the issue of an Offering Circular with respect to the issue of the Bonds;*

15. *To ratify, subject to the granting by the ministre de I'Enseignement supérieur et de la Science of a subsidy to secure the payment of the Bonds, in principal and interest, the sale of the Bonds at the prices of:*

- *97 70% of their principal amount for the first portion of Bonds, in the amount of $5,053,000, maturing on March 8, 1996, and*

- *97 49% of their principal amount for the second portion of Bonds, in the amount of $4,947,000, maturing on March 8, 2001,*

together with the accrued interest thereon, if any, up to the date of delivery to a group of underwriters composed of Wood Gundy Inc., Lévesque Beaubien Geoffrion Inc., McNeil, Mantha, Inc., Tassé & Associés, Limitée, ScotiaMcLeod Inc., Nesbitt Thomson Deacon Ltée., Richardson Greenshields du Canada Limit& RBC Dominion valeurs mobilières Inc., Alpha Capital Inc., Valeurs Mobilières S.M. C. Inc. and Met-till Lynch Canada Inc., under the direction of Wood Gundy Inc.

6. Report of the Rector

The Rector reported that the third Rector's Circle Dinner, held on 12 February, was successful and well attended, noting that many of the Governors were present.

Dr. Kenniff spoke briefly about the 1991-92 fiscal year, and the difficulty which the Minister of Higher Education and Science may have in maintaining the level of grants to universities. CREPUQ has made a request to meet with the Premier in the upcoming weeks.

One Quebec university was informed by Quebec that it would be held fully responsible for its accumulated deficit. The Rector remarked that each University must argue its case on its own merits; Concordia's deficit is due largely to inadequate funding from the province. The Rector advised that he would return to the subject at a future meeting.

The Board resolved, in December 1990, to implement a second tuition fee increase, starting with the summer session, 1991. Dr. Kenniff reported that some universities have chosen to bring the increase into effect in September 1991, but Concordia will probably let the original decision stand. After further consultations with the other universities and the Ministry, the final decision will be announced later.

Mr. McNaughton asked if the government has agreed to cover the deficit carrying charges. The Rector responded that Concordia was responsible for paying the carrying charges, which are included in our operating budget, but we have asked the government to assume those charges on the condition that Concordia will assume responsibility for repayment of the principal. A detailed brief outlining the proposal will be presented to the Minister of Higher Education and Science in the near future.

7. Reports of the Vice-Rectors

7.1 Dr. Sheinin

Dr. Sheinin had nothing to report.

7.2 Dr. Cohen

Dr. Cohen, referring to the Rector's report on the tuition fee increase, explained that the Board resolution did not specify a June date, but rather that the increase would take effect in the 1991 summer session. The administration is concerned, he explained, because substantial cuts are anticipated in federal transfers to the provinces for education and health services. Consequently the provincial government may not be able to maintain present levels of funding. We may wish to review the date of Concordia's fee increase after news regarding funding arrives from Quebec.

7.3 Dr. Giguère

Dr. Giguère advised the Board that a major project concerning strategic space planning was underway in the University. A committee has produced a preliminary report on the principles of the planning initiative, to be published in The Thursday Report. Broad consultation will follow: open-forum discussions will be held and written submissions welcomed. Eventually, recommendations will be submitted to the Real Estate Planning Committee, and then to the Board for approval.

Mr. Knowles asked whether the Board might be informed on a regular basis of the status of Concordia's expenditures with respect to budget projections. Dr. Cohen answered that he hopes, after June, to be able to provide quarterly reports about the current year, but at the moment the University does not have the ability to do that. However, concerning the coming year, the University must wait until estimates are tabled at the National Assembly, in February or March, for the information necessary to project our revenues from the provincial government.

Mr. Knowles suggested that we should, perhaps, exercise some caution before investing in the additional four floors of the library building on Mackay St. Dr. Kenniff answered that construction is already underway. He assured the Board that, by amortizing the cost of those four floors for eventual possession, Concordia will be enabled to make money by leasing out space. By consolidating rental payments with respect to various properties into one facility of significantly higher quality, we are definitely enhancing our financial security. These decisions were taken independently of the government's commitment to

underwrite, partially or fully, leasing costs; at this time government support for leasing costs is increasing, but still falls short of 100%.

9. Any other business

9.1 The Chairman asked Ms. Cox to report on CUSA's progress in replacing student member Stuart Letovsky. Ms. Cox told the Board that applicants were being interviewed, and a nominee would be recommended for ratification in March. Because of the late date, the new Board member's term will probably be extended to cover the 1991-92 academic year.

9.2 Mr. D'Alessandro reported that, to January, 5450,000 had been received for the Annual Giving Campaign. Faculty, alumni and Board members had given generously. Mr. Gervais reminded Board members of the duty to be an example to the community by giving, each according to their means.

10. Date of next meeting

The next regular meeting of the Board will be held on 20 March 1991, at 8:00 a.m.

11. Termination

The meeting terminated at 9:15 a.m.

Bérengère Gaudet
Secretary of the Board of Governors